

**COMBINED DECLARATION AND POWER OF ATTORNEY FOR PATENT APPLICATION**

As below-named inventors, we hereby declare that:

Our residence, post office address and citizenship are as stated below next to our names.

We believe we are the original, first and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled:

**"INTERACTIVE IN-STORE/IN-MALL AND ON-LINE
SHOPPING SYSTEM AND METHOD"**

the specification of which:

(check one) ___ is attached hereto

X was filed on December 19, 2001 as Application Serial No. 10/026,247.

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OFFICE OF PETITIONS

We hereby state that we have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendments referred to above.

We acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, §1.56(a).

We hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed: None.

We hereby claim the benefit under Title 35, United States Code, §120 and 119(e) of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, we acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

**U.S. Patent Application Serial No. 09/705, 252, Filed 11/02/2000, and
U.S. Provisional Application Serial No. 60/163,904, Filed 11/05/1999**

As named inventors, we hereby appoint: RONALD A. SANDLER, Reg. No. 23,066; H. DUANE SWITZER, Reg. No. 22,431; ALFRED E. HALL, Reg. No. 24,099; JAMES B. RADEN, Reg. No. 24,594; LESTER J. SAVIT, Reg. No. 30,523; SANDRA B. WEISS, Reg. No. 30,814; DAVID L. WITCOFF, Reg. No. 31,443; JOHN A. MARLOTT, Reg. No. 37,031; JOSEPH H. GOLANT, Reg. No. 24,210; MARC S. BLACKMAN, Reg. No. 43,501; MARK V. CAMPAGNA, Reg. No. 42,380; STACY A. BAIM, Reg. No. 44,534; and KRISTA S. SCHWARTZ, Reg. No. 42,134, who are with the firm of JONES, DAY, REAVIS & POGUE, as our attorneys, with full power of substitution and revocation, to prosecute this application and transact all business in the Patent and Trademark Office connected herewith.

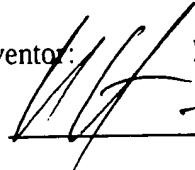
We request that all correspondence be directed to:

Mark V. Campagna
JONES, DAY, REAVIS & POGUE
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Chicago, Illinois 60601-1692

Please direct all telephone calls to Mark V. Campagna, (312) 269-1563.

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor:  **Robert D. Covington**

Inventor's signature: 

Date

2-26-02

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Full name of second inventor: **Melanie A. Al-Shabkhoun**

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Inventor's signature:  Date 2-27-02

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Full name of fourth inventor: **Sandeep Chugani**

Inventor's signature: _____ Date _____

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Full name of fifth inventor:

Drew Conrad

Inventor's signature: _____

Date

January 21, 2002

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Full name of sixth inventor: **Paul M. D'Alessandro**

Inventor's signature:  Date 21 JAN 2002

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Full name of seventh inventor: **John E. Kalil**

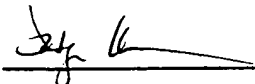
Inventor's signature: John E. Kalil Date 12/06/02

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Inventor's signature:  Date 12/18/01

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Full name of ninth inventor: **Charles Brent Lohrmann**

Inventor's signature:  Date 4/30/02

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Inventor's signature: _____ Date _____

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Full name of eleventh inventor: **John Sviokla**

Inventor's signature: _____ Date _____

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Inventor's signature: *Darren S. Yaphe*

Date

Feb 10 / 2002

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Full name of thirteenth inventor: **Lorraine McGlone**

Inventor's signature: *Lorraine McGlone* Date: 12/20/01

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